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11 *Attorneys for Defendants*
12 *John Duff III, Henry Smith, and*
13 *Maxwell Roux*

14 UNITED STATES DISTRICT COURT
15 DISTRICT OF NEVADA

16 KRISHNA OKHANDIAR, an individual, and
17 REMILIA CORPORATION LLC, a Delaware
limited liability company,

18 Plaintiffs,

19 v.

20 JOHN DUFF III, an individual,
21 HENRY SMITH, an individual, and
MAXWELL ROUX, an individual,

22 Defendants.
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Case No. 2:23-cv-1409- APG-EJY

**DECLARATION OF JOHN DUFF III IN
SUPPORT OF DEFENDANTS'
MOTION TO DISMISS PURSUANT TO
FED. R. CIV. P. 12(b)(2) & 12(b)(3), OR
ALTERNATIVELY TO TRANSFER
PURSUANT TO 28 U.S.C. §§ 1406(a) OR
1404(a)**

DECLARATION OF JOHN DUFF III

I, John Duff III, declare:

1. I am over the age of eighteen and make this declaration based on my personal knowledge. I submit this declaration in support of Defendants' Motion to Dismiss Pursuant to Fed. R. Civ. P. 12(b)(2) or 12(b)(3), or Alternatively to Transfer Pursuant to 28 U.S.C. §§ 1406(a) or 1404(a). I am competent to testify to the matters set forth in this declaration, and would do so competently if called to testify thereto.

2. I am a citizen and resident of the State of New York. My permanent residence is in New York, which is also where I work.

3. I have never lived in the State of Nevada. I do not have any bank accounts or other tangible personal or real property in Nevada.

4. I have only traveled to Nevada on one occasion in December 2020, which was a trip to celebrate a friend's birthday. I had previously met Mr. Okhandiar during college when he attended Illinois Institute of Technology in Chicago, Illinois. I stayed with Mr. Okhandiar during this birthday party trip, but we never discussed the idea of forming an NFT-related venture or any other business. We were just mutual friends of the person whose birthday I had come to Nevada to celebrate with.

5. From around January 2021 to the date this action commenced, I believed that Mr. Okhandiar was living and working in the State of Illinois. As far I as knew, he considered Chicago his permanent residence and he was living in a property that his family owned there. At no time do I recall Mr. Okhandiar ever telling me that he moved to Nevada.

6. At various times from August 2021 to February 2022, I visited and spent time in Chicago, Illinois. Mr. Okhandiar lived near where I was staying. In addition to meeting in group settings for social reasons, we met several times one-on-one and in-person to discuss what we called the "Remilia" venture and the NFT projects on which we were working together. At these meetings in Chicago, we discussed the eventual need to incorporate a company to handle the Remilia venture's contracts and its logistical and administrative tasks. Mr. Okhandiar called and referred to me a one of Remilia's co-founders on countless occasions.

1 7. While I was in Chicago in October 2021, Mr. Okhandiar provided me with a “Letter
2 of Intent” that recognized my position as a co-founder of the Remilia venture and as having an
3 executive role in the corporation that we planned to eventually incorporate to serve the Remilia
4 collective venture’s needs. I reviewed but did not sign the LOI at that time.

5 8. In November 2021, while I was living in Chicago, Mr. Okhandiar and I traveled to
6 New York for NFT.NYC 2021, an event for the NFT community with panelists, speakers, and
7 thought leaders. During this trip, both Mr. Okhandiar and I stayed at my parents’ home.

8 9. In February 2022, I moved to New York. From then through July 2023, I lived in
9 and traveled between New York and Szczecin, Poland, typically staying for at least a month in each
10 location, but making various other trips discussed below.

11 10. In June 2022, I visited Lisbon, Portugal for two weeks, where I met together with
12 Mr. Okhandiar, Mr. Roux and Mr. Smith for the first time.

13 11. In August 2022, I traveled to Warsaw, Poland to celebrate the launch of our Remilio
14 project. During this visit, I once again met with the other Remilia founding members, where we
15 discussed a new project I was working on called RemiChat, and our timeline and goals for that
16 project.

17 12. While I was in Poland in November 2022, Mr. Okhandiar provided me with a copy
18 of a Non-Disclosure Agreement (“NDA”). He informed me that he and the other founding members
19 were signing the NDA, and asked me to sign it as well. This is also the first time I recall that Mr.
20 Okhandiar mentioned that he had already formed a company called Remilia Corporation. I refused
21 to sign the NDA without also being provided an agreement that guaranteed my right to an
22 ownership equity interest in Remilia Corporation, which corporation Mr. Okhandiar told me would
23 be governed by a shareholders agreement that he was preparing. Based on these representations, I
24 signed the NDA, an amended LOI, and an agreement recognizing my ownership shares in Remilia
25 Corporation. I signed the documents in Szczecin, Poland. I believe Mr. Okhandiar was living in
26 Chicago, Illinois at the time we were negotiating and signed the agreements.

27 13. In April 2023, I traveled to Japan and South Korea for two weeks. The main purpose
28 of the visit to Japan was to help promote and attend Remilia-Con 2023, which was a series of events

1 to celebrate the success of our business and the launch of a new project, Bonkler. After Remilia-
2 Con 2023, I attended Mr. Okhandiar's wedding with the other Remilia founding members in Jinju,
3 South Korea.

4 14. After attending Mr. Okhandiar's wedding in South Korea, the only other time I have
5 seen him was briefly in June 2023 in New York City for a movie premiere. We never discussed
6 any Remilia projects.

7 15. Other than in the instances described above, I have not met with or seen Mr.
8 Okhandiar. During the course of our dealings, the majority of my communications with him have
9 been by text, instant messages, and various chat/messaging applications, and occasionally by
10 voice/phone conference.

11 16. I am not aware that Remilia has ever had any offices in Nevada, nor have I ever been
12 to any offices owned by Remilia in Nevada or any other location. Until after this lawsuit was filed,
13 I was not aware that Mr. Okhandiar claimed to be living full time in Nevada.

14 17. While working on Remilia related projects, I mainly used a cloud based platform
15 through DigitalOcean Holdings, Inc. ("DigitalOcean") to store, develop, and host current and past
16 projects.

17 18. DigitalOcean is a publicly traded multinational technology company and cloud
18 service provider, incorporated in Delaware and headquartered in New York. Attached hereto as
19 Exhibit 1 is a true and correct copy of selected and highlighted pages of DigitalOcean's 2022 10-
20 K/A filed with the United States Securities and Exchange Commission that I was able to review
21 and download from the SEC's website.

22 19. DigitalOcean provides developers with cloud infrastructure-as-a-service platform.
23 According to DigitalOcean, it has numerous data centers located in foreign countries, but its only
24 data centers in the United States are located in either New York City or San Francisco. Attached
25 hereto as Exhibit 2 is a true and correct copy of the DigitalOcean's Regional Availability Matrix
26 that I was able to view and download from its website. I never accessed a DigitalOcean server while
27 I was in Nevada, and as far as I am aware, none of the DigitalOcean servers that I have ever accessed
28 for any reason are located in Nevada.

1 I declare under penalty of perjury under the laws of the United States of America that the
2 foregoing is true and correct.

3 Executed 1/5/2024, at New York, New York.

DocuSigned by:

John Duff III

D0E31DC4S126492

John Duff III

Snell & Wilmer

LLP
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CERTIFICATE OF SERVICE

I hereby certify that on January 18, 2024, I electronically filed the foregoing **DECLARATION OF JOHN DUFF III IN SUPORT OF DEFENDANTS' MOTION TO DISMISS PURSUANT TO FED. R. CIV. P. 12(b)(2) & 12(b)(3), OR ALTERNATIVELY TO TRANSFER PURSUANT TO 28 U.S.C. §§ 1406(a) OR 1404(a)** with the Clerk of Court for the U.S. District Court, District of Nevada by using the Court's CM/ECF system. Participants in the case who are registered CM/ECF users will be served by the CM/ECF system.

/s/ Lyndsey Luxford

An employee of SNELL & WILMER L.L.P.

4853-5705-2830